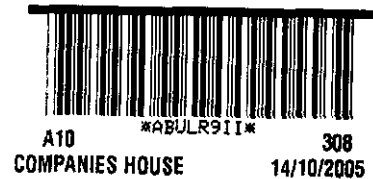


THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF ALL THE MEMBERS OF

TANGLEWOOD HOLDINGS LIMITED (the "Company")



We, the undersigned, being all of the members of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company HEREBY RESOLVE, pursuant to section 381A of the Companies Act 1985, to pass the following resolutions as special resolutions and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held.

1. The Company's Articles of Association be amended so that Article 11 reads as follows:

"11

- 11A. Subject (in the case of transmission of shares) to Regulations 29 to 31 (inclusive) of Table A and subject (in the case of transfer of shares) to Article 11B below, the Directors shall not register any transfer of shares in the Company except in the circumstances permitted in Article 12, but shall have no right to refuse to register share transfers in the Company made in accordance with Article 12.
- 11B. Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of:
 - (i) a chargee or mortgagee of any shares;
 - (ii) any nominee of a chargee or mortgagee of any shares; or
 - (iii) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares."

2. The Company's Articles of Association be amended so that Article 23 reads as follows:

"23

- A Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall always be greater than or equal to one
- B Regulation 89 of Table A shall not apply to the Company and the quorum for the transaction of the business of the directors shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum."

3. Articles 24 and 25 of the Company's Articles of Association shall be deleted in their entirety.

Anthea Beck

Signed by **ANTHEA JOY BECK**
as attorney for
COOL INVESTMENTS LIMITED under a
power of attorney dated 26 August 2005

Date: 3/10/05

Anthea Beck

Signed by **ANTHEA JOY BECK**
as attorney for
ENKAY ENTERPRISES INC. under a power
of attorney dated 26 August 2005

Date: 3/10/05

Anthea Beck

Signed by **ANTHEA JOY BECK**
as attorney for
TOBOL INVESTMENTS LIMITED under a
power of attorney dated 26 August 2005

Date: 3/10/05

Anthea Beck

ANTHEA JOY BECK

Date: 3/10/05